

M98-00001267

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19 October 1998

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

000002672560--6
-10/26/98--01093--016
****346.25 ****346.25

RE: Registration of Foreign Limited Liability Company

To Whom It May Concern:

Enclosed for processing is the application of Falls River Group, LLC to transact business in Florida, along with the original certificate of existence from the LLC's state of formation and a check in the amount of \$346.25 for processing fees and certificates.

Falls River Group, LLC requests the following action:

1. Process its application;
2. Send the letter of acknowledgment;
3. Provide the applicant with a Certified Copy of the registration (payment included in check);
4. Provide a certificate of Status (payment included in check); and
5. Return materials in the enclosed pre-paid Federal Express package.

I am legal counsel for Falls River Group, LLC. Please contact me at the above telephone number if you have any questions regarding this Application. Thank you for your courtesy and attention to this matter.

Enclosures

cc (w/ encl.): Mr. Kerry Dustin
Mr. Nicholas B. Merkel

jrs-wpnc:\...fallsriver.1\efla.001 & a-fallsriver.1

M98-1267

Sincerely,

Name	Julia Ryan Sullivan
Availability	10/26/98
Document Examiner	[Signature]
Updater	[Signature]
Updater Verifier	[Signature]
Acknowledgement	[Signature]
W. P. Verifier	[Signature]

Julia Ryan Sullivan

FILED
98 OCT 26 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Falls River Group, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 31-1571373
(FEI number, if applicable)
4. 9/9/97
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. Principal Office: 30100 Chagrin Blvd. #203 Cleveland OH 44124
~~3628 Walnut 1411 Rd., Suite 214, Cleveland, OH 44122~~

Florida Business Address: c/o Kerry Dustin, The Landmark Bldg., Suite 207, Naples, FL 34102
(Street address of principal office) 300 5th Ave., S.

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
Kerry Dustin	Member & Manager		
The Landmark Bldg., Suite 207			
300 5th Ave., South			
Naples, FL 34102			

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

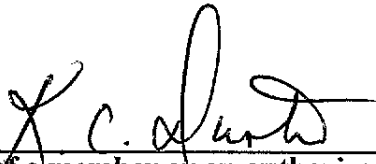
The undersigned member or authorized representative of a member of _____
Falls River Group, LLC certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 200,000;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ 50,000;
(A description of the property is attached and made a part hereto.)
and Art and office furniture

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 250,000.
(This total includes amounts from 2 and 3 above.)



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

Kerry Dustin, Member & Manager

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

Filing Fee: \$250.00 for Application and Affidavit

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Falls River Group, LLC

2. The name and the Florida street address of the registered agent and office are:

Kerry Dustin

(Name)

300 5th Ave., South, Suite 207

Florida street address (P.O. Box NOT ACCEPTABLE)

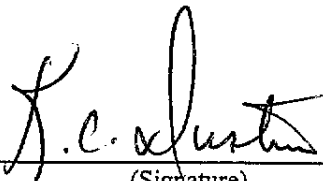
Naples

FL 34102

City/State/Zip

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "FALTS RIVER GROUP, LLC" IS DULY
FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD
STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS
OFFICE SHOW, AS OF THE FIFTH DAY OF OCTOBER, A.D. 1998.



Edward J. Freel, Secretary of State

AUTHENTICATION:

9338031

DATE:

10-05-98

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